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ARTICLES OF INCORPORATION OF MARR GOLF, INC.

98 NOV -5 AM II: 23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I Name of Corporation

The name of this Florida corporation is Marr Golf, Inc. (the "Corporation").

Article II Purpose

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

Article III Address of Corporation

The mailing address of the Corporation is 240 Bahama Lane, Palm Beach, Florida 33480.

Article IV Common Stock

The Corporation shall have the authority to issue 100 shares of common stock. For documentary stamp tax purposes only, the par value of the Corporation's common stock shall be \$.01 per share.

Article V Initial Registered Agent and Office Address

The name and office address of the initial registered agent of the Corporation is: Bruce A. McAllister, Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401.

Article VI Incorporator

The name and address of the person signing these articles of incorporation as incorporator is Bruce A. McAllister, Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401. The powers of the incorporator shall terminate on the filing of these articles of incorporation.

Article VI Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws. The names and address of the initial members of the Board of Directors are:

David F. Marr III 240 Bahama Lane Palm Beach, Florida 33480

Elizabeth Hallas 240 Bahama Lane Palm Beach, Florida 33480

Anthony Marr 240 Bahama Lane Palm Beach, Florida 33480

The incorporator executed these Articles of Incorporation the 3rd day of November, 1998.

Bruce A Mc Allister

CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Name of Corporation:

Marr Golf, Inc.

Name and Office Address of

Registered Agent:

Bruce A. McAllister

Steel Hector & Davis LLP 1900 Phillips Point West 777 South Flagler Drive West Palm Beach, FL 33401

I agree to act as initial registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Bruce A. McAllister

Date: November 3, 1998